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15 UNITED STATES DISTRICT COURT
16 CENTRAL DISTRICT OF CALIFORNIA

17 THUC PHAM, individually and on behalf)
18 of all others similarly situated,)

19 Plaintiff,)

20 v.)

21 CHINA FINANCE ONLINE CO.
LIMITED, *et al.*)

22 Defendants.)
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Case No.: 2:15-cv-04256-PA (Ex.)

**STIPULATION TO TRANSFER
OF VENUE TO SOUTHERN
DISTRICT OF NEW YORK**

Judge: Hon. Percy Anderson

1 Pursuant to 28 U.S.C. § 1404(a) and Local Rule 7-1, Lead Plaintiffs Jihong
2 Wang, Qi Li and Les Akio Omori and Defendant China Finance Online Co. Limited
3 (collectively, the “Parties”), through their undersigned counsel, hereby stipulate to
4 and respectfully request the transfer of the above-captioned action (the “Action”) to
5 the United States District Court for the Southern District of New York, and in
6 support thereof respectfully state as follows:

7 1. On June 5, 2015, Thuc Pham filed this Action in the Central District of
8 California, alleging venue was proper under 15 U.S.C. §78aa and 28 U.S.C.
9 § 1391(b) because the public filings and press releases at issue in the Complaint
10 were made available in this district. Complaint ¶ 3 (Dkt. No. 1).

11 2. On September 14, 2015, pursuant to the Private Securities Litigation
12 Reform Act of 1995, the Court appointed Jihong Wang, Qi Li and Les Akio Omori
13 to be Lead Plaintiffs in the Action and the Rosen Law Firm to be Lead Counsel.
14 Pursuant to the Court’s September 14 and 21 orders, Lead Plaintiffs are required to
15 file a new complaint reflecting their status as Lead Plaintiffs by October 18, 2015, at
16 which time the original complaint will be dismissed.

17 3. Defendant China Finance Online Limited (“China Finance Online”) has
18 pointed out to Lead Plaintiffs that, pursuant to a Deposit Agreement by and between
19 Defendant China Finance Online Co. Limited, JPMorgan Chase Bank, N.A., and all
20 holders of the American Depositary Shares at issue in this Action,¹ the exclusive
21 forum in which this Action may be litigated is the federal court in New York, New
22 York. Defendant China Finance Online contends that this forum-selection clause
23 should “be given controlling weight” and enforced pursuant to Section 1404(a). *Atl.*
24 *Marine Constr. Co. v. U.S. Dist. Ct. for W.D. Tex.*, 134 S. Ct. 568, 579 (2013).

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27 ¹ The Deposit Agreement is publicly available from the SEC’s website at
28 https://www.sec.gov/Archives/edgar/data/1297830/000119380513001008/e610948_ex99-a.htm.

1 4. Lead Plaintiffs agree that this Action could have been filed in the
2 Southern District of New York based upon the same allegations of venue that are set
3 out in the Complaint – *i.e.*, that the public filings and press releases at issue in the
4 Complaint were made available in the Southern District of New York.

5 5. Thus, while not conceding that the federal court in New York, New
6 York is the exclusive forum in which their claims must be brought, Lead Plaintiffs
7 agree that venue is at least equally proper in the Southern District of New York as it
8 is in this Court.

9 6. Lead Plaintiffs further agree with Defendant China Finance Online that
10 under the circumstances present in this matter, the Southern District of New York is
11 a more convenient forum for the Parties and witnesses,

12 7. None of the Parties is a resident of California. Co-lead Plaintiffs
13 Jihong Wang, Oi Li, and Les Akio Omori do not reside in California. Defendant
14 China Finance Online is a Hong Kong corporation with its headquarters in China.
15 The individual named defendants Zhiwei Zhao and Jun Wang are Chinese citizens
16 who are resident in China.

17 8. Both Lead Plaintiffs and Defendant China Finance Online's counsel are
18 located on the East Coast and thus costs for the Parties would be reduced by a
19 transfer of venue to the Southern District of New York.

20 9. Based on all of these facts, the Parties agree that the interests of justice
21 would be promoted by a transfer of the Action to the Southern District of New York
22 and that Lead Plaintiffs shall file their amended complaint in that court, within three
23 weeks following completion of transfer of the Action.

24 NOW, THEREFORE, IT IS STIPULATED AND AGREED THAT: Subject
25 to the Court's approval, this action should be transferred to the United States District
26 Court for the Southern District of New York; and

27 The Court's September 21, 2015 order directing Lead Plaintiffs to file their
28 amended complaint by October 18, 2015 is vacated; and

1 To the extent Defendant China Finance Online has any personal jurisdiction
2 defenses to the claims that have been made in this forum, the parties agree that its
3 joining in this Stipulation shall not be deemed to be a waiver of such personal
4 jurisdiction defenses; and

5 The filer, Shawn S. Ledingham, Jr., counsel for Defendant China Finance
6 Online, attests under Local Rule 5-4.3.4(a)(2)(i) that all other signatories listed
7 below, and on whose behalf the filing is submitted, concur in the filing's content and
8 have authorized the filing.

9
10 DATED: October 5, 2015

PROSKAUER ROSE LLP

11 By: /s/ Shawn S. Ledingham, Jr.

12 Shawn S. Ledingham, Jr.

13 Attorneys for Defendant China Finance
14 Online Co. Limited

15 DATED: October 5, 2015

THE ROSEN LAW FIRM, P.A.

16 By: /s/ Laurence M. Rosen

17 Laurence M. Rosen

18 Lead Counsel for Lead Plaintiffs
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